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April 25, 2005

VIA ELECTRONIC FILING & HAND DELIVERY

Ms. Michelle Carey
FCC Communications Commission
The Portals
445 12th Street, S.W.
Washington, DC 20554

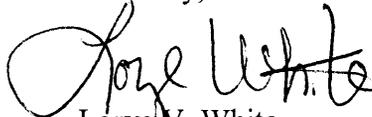
Re: WC Docket No. 04-313; CC Docket No. 01-338;
In the Matter of Unbundled Access to Network Elements, Review of the
Section 251 Unbundling Obligations of Incumbent Local Exchange
Carriers; Triennial Review Order on Remand ("*TRRO*")

Dear Ms. Carey:

Please accept this erratum for the letter dated April 20, 2005 and filed regarding the above referenced docket. Due to a clerical error, the previous letter filed on behalf of XO Communications contained certain references to letters with incorrect dates and incorporated incorrect documents as Exhibits A through C. Enclosed is the corrected letter and exhibits for submission in place of the above referenced letter.

We apologize for any inconvenience and thank you for your attention to this matter.

Sincerely,


Lorye W. White
Secretary

Enclosure

KELLEY DRYE & WARREN LLP

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MUMBAI, INDIA

April 25, 2005

Ms. Michelle Carey
Deputy Chief, Wireline Competition Bureau
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, D.C. 20554

Re: WC Docket No. 04-313; CC Docket No. 01-338;
In the Matter of Unbundled Access to Network Elements, Review of the Section
251 Unbundling Obligations of Incumbent Local Exchange Carriers; Triennial
Review Order on Remand ("TRRO")

Dear Ms. Carey:

I am writing on behalf of XO Communications, Inc. ("XO"). As you may recall, on March 7, 2005, we filed a letter with the Commission highlighting how SBC Telecommunications, Inc. ("SBC") had failed to engage XO in the good faith negotiations required by the TRRO in order to implement the Commission's new rules. We now unfortunately face the same sand bagging techniques by Verizon, which has refused to negotiate the requisite ICA Amendments to implement the new Commission directives in the TRRO, rather claiming that such rules are essentially self-effectuating and require no such Amendment. Indeed, as you are well aware, the TRRO requires that CLECs and ILECs undertake all necessary steps to in good faith amend their existing interconnection agreements ("ICA") in order to implement the changes reflected in the TRRO. In addition, the Commission provided a transition period of either 12 or 18 months, depending on the affected UNE, in order to effectuate such ICA changes and transition off all de-listed UNEs. Unfortunately, like SBC, Verizon has also taken it upon itself to ignore this clear directive of the Commission by unilaterally implementing its view of the TRRO without the good faith negotiation the Commission has made clear is required. As we did in our letter to you regarding SBC, we now outline the actions Verizon has taken to also thwart XO's efforts to seamlessly comply with Commission directives to ensure the smooth transition of our customers to alternative service arrangements for affected UNEs.

On February 18, 2005, XO sent written requests to Verizon enter into good faith negotiations to amend our ICAs in the Verizon territory states to incorporate the rule changes necessitated by the TRRO. See XO Request Letters dated February 18, 2005, attached hereto as Exhibit A. On March 4, 2005, Verizon responded to such requests claiming that except in very limited circumstances, Verizon was not required to enter into good faith negotiations with XO to implement the TRRO rule changes, and that, with respect to the matters addressed by the TRRO, the parties' existing negotiated ICA terms no longer applied. See Verizon Response Letter dated March 4, 2005, attached hereto as Exhibit B. We have attempted to show Verizon the error of its ways by illustrating the Commission's clear requirements to

KELLEY DRYE & WARREN LLP

Ms. Michelle Carey
April 25, 2005
Page 2 of 3

follow the change of law processes in the ICA's between our two companies. See XO Response Letter dated March 8, 2005, attached hereto as Exhibit C. However, Verizon has shown that it is not interested in following the law as written, but rather only that version of the law that most benefits it.

Verizon's blatant disregard of Commission direction is evidenced simply and clearly by Verizon's own written words as set forth in its Response Letter:

"The TRRO and the FCC's implementing regulations bar CLECs from ordering new Discontinued Facilities as of the effect date of the order, irrespective of the terms of existing Section 252 interconnection agreements."

(emphasis added). Indeed, Verizon makes no attempt to hide its strategy to thwart XO's attempts to fully comply with the TRRO and to ensure a seamless transition of its customers off affected elements. In the TRRO, the Commission required ILECs and CLECs to, in good faith, amend their ICAs to incorporate the Commission's most recent rule changes. Specifically, ¶ 233 of the TRRO clearly states that:

"[the Commission] expect[s] that incumbent LECs and competing carriers will implement the Commission's findings as directed by Section 252 of the Act. Thus, carriers must implement changes to their interconnection agreements consistent with our conclusions in this Order"

(emphasis added and footnotes omitted). The Commission elaborates on this obligation by stating that **"the incumbent LEC and competitive LEC must negotiate in good faith regarding any rates, terms, and conditions necessary to implement our rule changes"** (emphasis added and footnotes omitted). The TRRO does not create exceptions to this premise or unilaterally permit Verizon to pick and choose which of the Commission rule changes must be incorporated into its ICA with XO and which it can unilaterally implement without negotiation or discussion. Similarly, nothing in the TRRO permits Verizon to breach its ongoing obligations to XO in its ICAs. These positions, blatantly taken by Verizon, are clearly violative of the TRRO.

The Commission further clarified in the TRRO that parties were to rely on ICA amendment process to incorporate its changes, including all transitional provisions, explicitly referencing carriers' use of the change of law provisions in their ICAs. Indeed, the Commission emphasized that **"carriers have twelve months from the effective date of this Order to modify their interconnection agreements, including completing any change of law processes."** See TRRO ¶¶ 143 and 196. Verizon's position that the rule changes promulgated by the Commission in the TRRO are self effectuating, and that XO is required to enter into the Verizon form ICA amendment by April 3, 2005, just 24 days after the effective date of the TRRO, and almost a year prior to the date authorized under the TRRO, is clearly without basis and wholly inconsistent with TRRO ¶¶ 143 and 196. Verizon's position is further undermined by the language in TRRO ¶¶ 145 and 198, which state that

"the transition mechanism adopted here is simply a default process, and pursuant to Section 252(a)(1), carriers remain free to negotiate alternative arrangements superseding this transition period. The transition mechanism also does not replace or supersede any commercial arrangements carriers have reached for the continued provision of . . . facilities or services."

Verizon's contentions that it can unilaterally implement the transitional provisions set forth in the TRRO fly in the face of this Commission construct, which by its clear terms allows for the replacement of the stated transition mechanism with terms negotiated or arbitrated between the parties. This Commission construct

KELLEY DRYE & WARREN LLP

Ms. Michelle Carey
April 25, 2005
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clearly contemplates nothing less than full bilateral negotiations between the parties of all "**rates, terms and conditions necessary to implement the [Commission's] rule changes.**" See TRRO ¶ 233 (emphasis added).

It is also important to emphasize that the Commission explicitly elected to effectuate its rule changes through the ICA Amendment process, recognizing that these ICAs already provide for a mechanism for incorporating changes in the law, and that such changes will take some period of time to complete. The Commission has aptly embraced these change of law mechanisms by requiring carriers to follow their own negotiated processes in order to give effect to the new Commission rules. Also recognized by the Commission decision is that until the change of law process, and resulting negotiations, are completed, albeit within the time frames prescribed in the TRRO, the ICA terms and conditions as previously negotiated and agreed by the respective parties must continue to govern without interruption or alteration. As such, Verizon cannot now attempt to circumvent the very terms it negotiated with XO in direct contravention of Commission rules simply because it feels it would benefited by doing so. The Commission has explicitly set forth a process to incorporate its new rule changes into existing ICAs, and Verizon must be made to follow that procedure.

As such, we now respectively request that the Bureau take whatever steps are necessary to ensure Verizon complies with the clear directives of the Commission in the TRRO. Verizon must not be permitted to steamroll this process, placing XO and its customers in further jeopardy. Conversely, XO has no interest in unreasonably delaying the complete implementation of the Commission's rules. Quite to the contrary, it is XO's hope to quickly and smoothly implement all required rule changes so that its customers can be seamlessly transitioned to new service arrangements where necessary and without interruption. Indeed, as referenced above, XO has already sent requests to Verizon for negotiation of the necessary amendments to their ICAs, as well as a request for the business line and fiber-based collocator counts to support Verizon's Tier 1, Tier 2, and Tier 3 wire center determinations. Despite XO's good faith requests consistent with the process set forth in the TRRO, however, Verizon continues to refuse to engage XO in good faith negotiations. Verizon's blatant refusal to work with XO in good faith to implement the provisions of the TRRO must not be tolerated. Verizon's actions again demonstrate its bad faith as it continues to place unreasonable and inappropriate impediments in the way of its competitors, and in violation of application federal rules. Just as is the case with SBC, after more than 9 years of delays and excuses, it is time for Verizon to fulfill its obligations as required by clear Commission order.

As we stated in our letter to you regarding SBC, this is a tenuous time for small and mid-sized competitive telecommunications carriers, with new mega mergers and consolidations announced almost weekly, and large carriers continuing to dominate the marketplace. It is thus imperative that ILECs, like Verizon, be required to comply with the law so competitive LECs can have the certainty they need to ensure uninterrupted, cost effective, quality service to their customers.

Thank you for your prompt attention to this matter.

Sincerely,

Jason R. Karp

EXHIBIT A

February 18, 2005

VIA OVERNIGHT MAIL

Director – Contract Performance and
Administration
Verizon Wholesale Markets
600 Hidden Ridge – HQEWMNOTICES
Irving, Texas 75038

Vice President and Associate General
Counsel – Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road, Suite 500
Arlington, Virginia 22201

On February 4, 2005, the Federal Communications Commission (“FCC”) released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 (“*Triennial Review Remand Order*”). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement (“ICA”) between XO¹ and Verizon West Virginia Inc., d/b/a Verizon, f/k/a Bell Atlantic West Virginia, Inc. (“Verizon”). Pursuant to Section 2.2 of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC’s determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ “XO,” for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Long Distance Services, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for Verizon’s continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.

XO notes that, pursuant to Section 2.2 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within Verizon that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that Verizon provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that Verizon claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

Gegi Leeger
Director Regulatory Contracts

February 18, 2005

VIA OVERNIGHT MAIL

Director – Contract Performance and
Administration
Verizon Wholesale Markets
600 Hidden Ridge – HQEWMNOTICES
Irving, Texas 75038

Vice President and Associate General
Counsel – Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road, Suite 500
Arlington, Virginia 22201

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Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

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² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to continue to arbitrate the *Triennial Review Order* before the state commission or otherwise to seek immediate relief for Verizon’s continued refusal, after months of negotiation between the parties, to implement those provisions of the *Triennial Review Order* not affected by appeal or vacatur.

XO notes that, pursuant to Section 8.3 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA.³ As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

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Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that Verizon provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that Verizon claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

Gegi Leeger
Director Regulatory Contracts

³ To the extent that the parties are currently engaged in negotiation/arbitration of a successor agreement, XO requests negotiation of an amendment of the current agreement, with the terms of such agreement to be incorporated into the negotiation/arbitration of such successor agreement. Continued negotiation/arbitration of a successor agreement to the current interconnection agreement should not be cause for delay in implementing the changes that have occurred as a result of the *Triennial Review Remand Order* or further delay of the changes effectuated by the *Triennial Review Order*.

February 18, 2005

VIA OVERNIGHT MAIL

Director – Contract Performance and
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600 Hidden Ridge – HQEWMNOTICES
Irving, Texas 75038

Vice President and Associate General
Counsel – Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road, Suite 500
Arlington, Virginia 22201

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Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ “XO,” for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Long Distance Services, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for Verizon’s continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.

XO notes that, pursuant to Section 4.6 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

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Please initiate the internal processes within Verizon that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that Verizon provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that Verizon claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

Gegi Leeger
Director Regulatory Contracts

February 18, 2005

VIA OVERNIGHT MAIL

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Verizon Wholesale Markets
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Vice President and Associate General
Counsel – Wholesale Markets
Verizon Wholesale Markets
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Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

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² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to continue to arbitrate the *Triennial Review Order* before the state commission or otherwise to seek immediate relief for Verizon’s continued refusal, after months of negotiation between the parties, to implement those provisions of the *Triennial Review Order* not affected by appeal or vacatur.

XO notes that, pursuant to Section 4.6 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

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Director Regulatory Contracts

February 18, 2005

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Vice President and Associate General
Counsel – Wholesale Markets
Verizon Wholesale Markets
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Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

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² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for Verizon’s continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.

XO notes that, pursuant to Section 28.3 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

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Gegi Leeger
Director Regulatory Contracts

February 18, 2005

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Director – Contract Performance and
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Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ “XO,” for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Florida, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for Verizon’s continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.

XO notes that, pursuant to Part III, Section 40 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA.³ As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within Verizon that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that Verizon provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that Verizon claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

Gegi Leeger
Director Regulatory Contracts

³ To the extent that the parties are currently engaged in negotiation/arbitration of a successor agreement, XO requests negotiation of an amendment of the current agreement, with the terms of such agreement to be incorporated into the negotiation/arbitration of such successor agreement. Continued negotiation/arbitration of a successor agreement to the current interconnection agreement should not be cause for delay in implementing the changes that have occurred as a result of the *Triennial Review Remand Order* or further delay of the changes effectuated by the *Triennial Review Order*.

February 18, 2005

VIA OVERNIGHT MAIL

Director – Contract Performance and
Administration
Verizon Wholesale Markets
600 Hidden Ridge – HQEWMNOTICES
Irving, Texas 75038

Vice President and Associate General
Counsel – Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road, Suite 500
Arlington, Virginia 22201

On February 4, 2005, the Federal Communications Commission (“FCC”) released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 (“*Triennial Review Remand Order*”). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement (“ICA”) between XO¹ and Verizon Northwest Inc., f/k/a GTE Northwest Incorporated (“Verizon”) for the State of Idaho. Pursuant to Part III, Section 40 of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC’s determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ “XO,” for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Idaho, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for Verizon’s continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.

XO notes that, pursuant to Part III, Section 40 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA.³ As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

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Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that Verizon provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that Verizon claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

Gegi Leeger
Director Regulatory Contracts

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February 18, 2005

VIA OVERNIGHT MAIL

Director – Contract Performance and
Administration
Verizon Wholesale Markets
600 Hidden Ridge – HQEWMNOTICES
Irving, Texas 75038

Vice President and Associate General
Counsel – Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road, Suite 500
Arlington, Virginia 22201

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Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ “XO,” for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Illinois, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for Verizon’s continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.

XO notes that, pursuant to Section 9.3 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

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Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that Verizon provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that Verizon claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

Gegi Leeger
Director Regulatory Contracts

February 18, 2005

VIA OVERNIGHT MAIL

Director – Contract Performance and
Administration
Verizon Wholesale Markets
600 Hidden Ridge – HQEWMNOTICES
Irving, Texas 75038

Vice President and Associate General
Counsel – Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road, Suite 500
Arlington, Virginia 22201

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Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ “XO,” for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Indiana, Inc.

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XO notes that, pursuant to Section 9.3 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

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Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that Verizon provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that Verizon claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

Gegi Leeger
Director Regulatory Contracts

February 18, 2005

VIA OVERNIGHT MAIL

Director – Contract Performance and
Administration
Verizon Wholesale Markets
600 Hidden Ridge – HQEWMNOTICES
Irving, Texas 75038

Vice President and Associate General
Counsel – Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road, Suite 500
Arlington, Virginia 22201

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Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on

¹ “XO,” for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Massachusetts, Inc and Allegiance Telecom of Massachusetts, Inc.

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Verizon's ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

XO notes that, pursuant to Section 8.2 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

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Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that Verizon provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that Verizon claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

Gegi Leeger
Director Regulatory Contracts

February 18, 2005

VIA OVERNIGHT MAIL

Director – Contract Performance and
Administration
Verizon Wholesale Markets
600 Hidden Ridge – HQEWMNOTICES
Irving, Texas 75038

Vice President and Associate General
Counsel – Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road, Suite 500
Arlington, Virginia 22201

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Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

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XO notes that, pursuant to Section 8.3 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

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Sincerely,

Gegi Leeger
Director Regulatory Contracts

February 18, 2005

VIA OVERNIGHT MAIL

Director – Contract Performance and
Administration
Verizon Wholesale Markets
600 Hidden Ridge – HQEWMNOTICES
Irving, Texas 75038

Vice President and Associate General
Counsel – Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road, Suite 500
Arlington, Virginia 22201

On February 4, 2005, the Federal Communications Commission (“FCC”) released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 (“*Triennial Review Remand Order*”). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement (“ICA”) between XO¹ and Verizon North Systems-Michigan (“Verizon”). Pursuant to Section 9.3 of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC’s determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

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XO notes that, pursuant to Section 9.3 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

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Sincerely,

Gegi Leeger
Director Regulatory Contracts

February 18, 2005

VIA OVERNIGHT MAIL

Director – Contract Performance and
Administration
Verizon Wholesale Markets
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Irving, Texas 75038

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Counsel – Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road, Suite 500
Arlington, Virginia 22201

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Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

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XO notes that, pursuant to Section 9.3 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

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Sincerely,

Gegi Leeger
Director Regulatory Contracts

February 18, 2005

VIA OVERNIGHT MAIL

Director – Contract Performance and
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Verizon Wholesale Markets
600 Hidden Ridge – HQEWMNOTICES
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Vice President and Associate General
Counsel – Wholesale Markets
Verizon Wholesale Markets
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Arlington, Virginia 22201

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Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ “XO,” for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Long Distance Services, Inc.

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XO notes that, pursuant to Section 4.6 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

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Sincerely,

Gegi Leeger
Director Regulatory Contracts

February 18, 2005

VIA OVERNIGHT MAIL

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1515 N. Court House Road, Suite 500
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On February 4, 2005, the Federal Communications Commission (“FCC”) released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 (“*Triennial Review Remand Order*”). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement (“ICA”) between XO¹ and Verizon New Jersey Inc., f/k/a Bell Atlantic – New Jersey, Inc. (“Verizon”). Pursuant to Section 2.2 of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC’s determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on

¹ “XO,” for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO New Jersey, Inc and Allegiance Telecom of New Jersey, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to continue to arbitrate the *Triennial Review Order* before the state commission or otherwise to seek immediate relief for Verizon’s continued refusal, after months of negotiation between the parties, to implement those provisions of the *Triennial Review Order* not affected by appeal or vacatur.

Verizon's ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

XO notes that, pursuant to Section 2.2 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA.³ As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within Verizon that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that Verizon provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that Verizon claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

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February 18, 2005

VIA OVERNIGHT MAIL

Director – Contract Performance and
Administration
Verizon Wholesale Markets
600 Hidden Ridge – HQEWMNOTICES
Irving, Texas 75038

Vice President and Associate General
Counsel – Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road, Suite 500
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Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

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XO notes that, pursuant to Section 27.4 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA.³ As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

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February 18, 2005

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Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

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XO notes that, pursuant to Section 40 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

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February 18, 2005

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Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

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February 18, 2005

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Verizon's ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

XO notes that, pursuant to Section 2.2 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

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February 18, 2005

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Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

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XO notes that, pursuant to Section 4.6 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

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February 18, 2005

VIA OVERNIGHT MAIL

Director – Contract Performance and
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Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

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XO notes that, pursuant to Section 9.3 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

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Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ “XO,” for purposes of this notice, refers to XO Communications, Inc., on behalf of and/or as successor in interest to XO Virginia, Inc. and Allegiance Telecom of Virginia, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for Verizon’s continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.

XO notes that, pursuant to Section 2.2 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA.³ As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within Verizon that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that Verizon provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that Verizon claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

Gegi Leeger
Director Regulatory Contracts

³ To the extent that the parties are currently engaged in negotiation/arbitration of a successor agreement, XO requests negotiation of an amendment of the current agreement, with the terms of such agreement to be incorporated into the negotiation/arbitration of such successor agreement. Continued negotiation/arbitration of a successor agreement to the current interconnection agreement should not be cause for delay in implementing the changed that have occurred as a result of the *Triennial Review Remand Order* or further delay of the changes effectuated by the *Triennial Review Order*.

February 18, 2005

VIA OVERNIGHT MAIL

Director – Contract Performance and
Administration
Verizon Wholesale Markets
600 Hidden Ridge – HQEWMNOTICES
Irving, Texas 75038

Vice President and Associate General
Counsel – Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road, Suite 500
Arlington, Virginia 22201

On February 4, 2005, the Federal Communications Commission (“FCC”) released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 (“*Triennial Review Remand Order*”). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement (“ICA”) between XO¹ and Verizon New England, Inc., d/b/a Verizon Vermont, f/k/a New England Telephone and Telegraph Company, d/b/a Bell Atlantic – Vermont (“Verizon”). Pursuant to Section 4.6 of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC’s determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ “XO,” for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Long Distance Services, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for Verizon’s continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.

XO notes that, pursuant to Section 4.6 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within Verizon that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that Verizon provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that Verizon claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

Gegi Leeger
Director Regulatory Contracts

February 18, 2005

VIA OVERNIGHT MAIL

Director – Contract Performance and
Administration
Verizon Wholesale Markets
600 Hidden Ridge – HQEWMNOTICES
Irving, Texas 75038

Vice President and Associate General
Counsel – Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road, Suite 500
Arlington, Virginia 22201

On February 4, 2005, the Federal Communications Commission (“FCC”) released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 (“*Triennial Review Remand Order*”). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement (“ICA”) between XO¹ and Verizon Northwest Inc., f/k/a GTE Northwest Incorporated (“Verizon”) for the State of Washington. Pursuant to Part III, Section 40 of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC’s determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ “XO,” for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Washington, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to continue to arbitrate the *Triennial Review Order* before the state commission or otherwise to seek immediate relief for Verizon’s continued refusal, after months of negotiation between the parties, to implement those provisions of the *Triennial Review Order* not affected by appeal or vacatur.

XO notes that, pursuant to Part III, Section 40 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within Verizon that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that Verizon provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that Verizon claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

Gegi Leeger
Director Regulatory Contracts

February 18, 2005

VIA OVERNIGHT MAIL

Director – Contract Performance and
Administration
Verizon Wholesale Markets
600 Hidden Ridge – HQEWMNOTICES
Irving, Texas 75038

Vice President and Associate General
Counsel – Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road, Suite 500
Arlington, Virginia 22201

On February 4, 2005, the Federal Communications Commission (“FCC”) released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 (“*Triennial Review Remand Order*”). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement (“ICA”) between XO¹ and Verizon North Inc., f/k/a GTE North Incorporated (“Verizon”) for the State of Wisconsin. Pursuant to Section 4.6 of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC’s determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that Verizon begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on Verizon’s ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ “XO,” for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Wisconsin, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for Verizon’s continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.

XO notes that, pursuant to Section 4.6 of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and Verizon will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within Verizon that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that Verizon provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that Verizon claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

Gegi Leeger
Director Regulatory Contracts

EXHIBIT B

Anthony M. Black
Assistant General Counsel



1515 North Courthouse Road
Suite 500
Arlington, VA 22201

Phone: 703 351-3025
Fax: 703 351-3884
anthony.m.black@verizon.com

March 4, 2005

VIA ELECTRONIC MAIL AND FACSIMILE

Ms. Gegi Leeger
Director Regulatory Contracts
XO Communications Services, Inc.
11111 Sunset Hills Road
Reston, VA 20190

RE: TRRO Implementation

Dear Ms. Leeger:

I am writing in response to your letter on behalf of XO Communications Services, Inc. ("XO"),¹ dated February 18, 2005, to Jeffrey A. Masoner of Verizon regarding implementation of the FCC's Order on Remand in WC Docket No. 04-313 and CC Docket No. 01-338, released on February 4, 2005 (the "TRRO").

You assert in your letter that XO's Agreements require the parties to negotiate an amendment to implement the "FCC's determinations in the [TRRO] . . ."² That is incorrect, except as to limited

¹ You enclosed letters that you state XO was sending on behalf of, or as successor in interest to, various entities in the states of CA, CT, DC, DE, FL, ID, IL, IN, MA, MD, ME, MI, NC, NH, NJ, NY, OH, OR, PA, RI, SC, TX, VA, VT, WA, WI, WV with respect to those entities' interconnection agreements with Verizon in those states (the "Agreements"). In light of complex transactions that may have occurred in relation to bankruptcy proceedings, I have not undertaken to confirm the legal validity of your representation, but I will assume such validity for purposes of this letter. Verizon, however, does not waive any rights as to whether XO is authorized to act on behalf of, or is the successor in interest to, any of the entities you named, or as to any other aspect of the interconnection agreements you referenced or the appropriate parties thereto.

² Although your letter addresses principally the TRRO, you also suggest that an amendment is required to implement the FCC's no-impairment findings set forth in the FCC's Triennial Review Order that took effect on October 2, 2003 (the "TRO"). In my letter of December 2, 2003 to Rex Knowles of XO I explained that many (if not all) of XO's Agreements authorize Verizon, without first negotiating an amendment, to cease providing UNEs as to which the TRO removed Verizon's unbundling obligation. The applicable terms of the Agreements include, but are not limited to, the following: § 1.5 of the UNE Remand Amendment in DE; § 3.4 of the Agreements in DC, NJ, PA-East, VA-East, and WV; § 1.5 of the UNE Attachment of the Agreements in FL, ID, OR, and TX; §§ 4.7 and 50.1 of the Agreements in CT, ME, and RI; §§ 4.7 and 50.1, and UNE Attachment § 1.5, of the Agreements in VT and WI; § 8.4 of the Agreement in MD; § 11.7.2 of the Agreement in NY; § 1.5 of the UNE Remand Amendment in OH; § 32 of the Agreement in VA-West; and § 32 and Combinations Amendment, § 1.5, of the Agreement in WA. Many of the adoption letters to the Agreements also contain provisions stating expressly that the adoption does not include

Ms. Gegi Leeger
 March 4, 2005
 Page 2

exceptions discussed in footnote 5 below with respect to certain Agreements. Verizon's notices of February 10, 2005 to XO (the "TRRO Notices"), which you did not address in your letter, described how the parties must implement the TRRO in accordance with the FCC's directives. In the TRRO Notices, XO was advised of Verizon's intention to give effect to the FCC's mandatory transition plan under the TRRO as of the March 11, 2005 effective date ordered by the FCC. In particular, the TRRO Notices state, *inter alia*, that XO may not submit orders for Discontinued Facilities³ for completion on or after March 11, 2005, and that XO's embedded base of Discontinued Facilities will be subject to transitional rates established by the FCC until migrated to alternative arrangements within the applicable transition period set forth in the TRRO.

The TRRO and the FCC's implementing regulations bar CLECs from ordering new Discontinued Facilities as of the effective date of the order, irrespective of the terms of existing section 252 interconnection agreements. The FCC made clear that the transition plan "do[es] not permit competitive LECs to add new [Discontinued Facilities] pursuant to section 251(c)(3) . . ." TRRO ¶ 227 (mass market switching); *id.* ¶ 195 (loops); *see also id.* ¶ 142 (transport). The prohibition on carriers obtaining Discontinued Facilities as unbundled network elements is also codified in the FCC's rules, which are effective March 11, 2005. *See* 47 C.F.R. § 51.319(a)(4)(iii), (a)(5)(iii), (a)(6)(iii), (d)(2)(iii), (e)(2)(ii)(C), (e)(2)(iii)(C), (e)(2)(iv)(B).

At the end of the 12-month (18-month for dark fiber) transition period, incumbent LECs have no further obligation to provide access to any remaining embedded base of Discontinued Facilities.⁴ Thus, to the extent particular contracts could be construed to require negotiations to dispose of the embedded base, the FCC contemplated that such negotiations must be completed early enough within the transition period that the transition of the embedded base can itself be completed before the transition period closes.⁵ But

any unbundling obligation that was eliminated by the TRO or otherwise. As discussed in my December 2, 2003 letter, however, the Agreements do require an amendment setting forth the rates, terms, and conditions upon which the parties shall implement new, affirmative obligations that apply prospectively, such as the TRO's commingling and routine network modification requirements.

³ The TRRO Notices defined "Discontinued Facilities" as the network elements that the TRRO provides shall not be subject to unbundling under Section 251(c)(3) of the Communications Act of 1934 (the "Act"). Those elements are mass market local circuit switching (including UNE Platform comprised of mass market local circuit switching and other elements used in connection therewith); DS1 Loops and DS3 Loops at any building location meeting the non-impairment criteria adopted in the TRRO or that exceed the number of such Loops that Verizon is required to unbundle at a particular building location; Dark Fiber Loops; Dedicated DS1 Transport and Dedicated DS3 Transport between wire centers that meet the non-impairment criteria adopted in the TRRO or that exceed the number of such Transport circuits that Verizon is required to unbundle on a particular route; and Dark Fiber Transport between wire centers that meet the non-impairment criteria adopted in the TRRO.

⁴ *See* TRRO ¶¶ 145, 198, 228 (noting that the "limited duration of the transition" protects incumbents).

⁵ Verizon's TRRO Notice to XO as to the Agreements in CA, IL, IN, MA, MI, NC, PA-West, and SC (the "Certain Agreements") differed slightly from the TRRO Notices that Verizon sent to XO as to its other Agreements. Verizon's notice as to the Certain Agreements referred XO to Verizon's previously-released model amendment that is suited for the purpose of discontinuing the embedded base of Discontinued Facilities at the end of the applicable transition period. The notice stated that Verizon remains willing to continue to negotiate with respect to that amendment, and requested that XO respond within 30 days if it intends to continue negotiations or add additional terms to any contract language that it may have previously proposed. Please note, however, that Verizon continues to reserve and intends to exercise any rights it may have to cease providing particular UNEs under the Certain Agreements (*see, e.g.,* §1(a) of the UNE Remand Amendments in IL and MI, among other provisions) and any of the other Agreements, including but not limited to any arguments Verizon may have that it cannot be required to provide any

Ms. Gegi Leeger
 March 4, 2005
 Page 3

negotiation clearly is not required to implement the unconditional no-new-add directive ordered in the *TRRO*. The FCC held that its transition regime "does not permit" any additional unbundling of those elements subject to that regime "pursuant to section 251(c)(3)." *TRRO* ¶¶ 142, 195, 227. Unbundling "pursuant to section 251(c)(3)," of course, means unbundling pursuant to existing 1996 Act interconnection agreements. See 47 U.S.C. § 251(c)(3) (describing incumbent LECs' obligation "to provide . . . access to network elements on an unbundled basis . . . in accordance with the terms and conditions of the [interconnection] agreement"); *id.* § 251(c)(1) (describing carriers' obligation to negotiate "terms and conditions of agreements to fulfill the duties described" in section 251(b) and (c)). The FCC permitted carriers to negotiate alternative arrangements to supersede the surcharges and mandatory migration of the embedded base provided for under the transition rules, and it preserved "commercial arrangements carriers have reached" for continued provision of wholesale facilities. *TRRO* ¶¶ 145, 198, 228. But the FCC established no exceptions to its command that mandatory unbundling of new Discontinued Facilities must cease as of March 11, 2005.

The FCC's prohibition on new orders for Discontinued Facilities during the transition period makes sense in light of the FCC's remedial purpose. CLECs have a substantial base of existing UNE-P customers, for example, and all of those customers were added pursuant to *unlawful* unbundling rules. The *TRRO* requires CLECs to make alternative arrangements to serve those existing customers within twelve months of the effective date of the order; it likewise requires CLECs to make alternative arrangements for high capacity facilities that are not subject to unbundling. It would greatly complicate that transitional effort and undermine attempts to reach commercial agreements if CLECs were permitted to continue to add new facilities to the embedded base after the *TRRO*'s effective date and during the limited transition period allotted for elimination of that same embedded base.

In light of the foregoing, Verizon disagrees with your assertion that the existing terms of the Agreements remain effective until such time as the parties conclude amendments to implement the *TRRO*. Contracts between two private parties, Verizon and XO, cannot override or cancel an explicit command by the FCC to refrain from specific actions on a date certain. That is especially the case where the FCC is exercising its authority to implement temporary transition measures to remedy the effects of prior orders that the federal courts have found unlawful.⁶ But even if the terms of the ICAs were relevant in the face of such an explicit order from the FCC, XO's agreements *require* the parties to comply with mandatory requirements

unbundled network element which has never been the subject of a lawful finding of impairment under Section 251 of the Act. Moreover, as discussed above, any negotiations to amend the Certain Agreements pertain only to discontinuance of XO's embedded base of Discontinued Facilities (and only to the extent negotiations are required by those agreements), and not to other aspects of the FCC's mandatory transition plan.

Verizon disagrees with your suggestion that any negotiations under § 252 of the Act would include any requirements that XO might assert under § 271 or state law. Verizon, in satisfaction of its 271 obligations, offers access to certain facilities under its access tariffs and/or commercial service arrangements. The FCC, however, has sole jurisdiction over enforcement of Verizon's 271 obligations, and such matters are not subject to negotiation or arbitration under section 252 as your letter contemplates. Moreover, as to UNE-P, the FCC ruled in the *TRO* that Verizon is not required to combine facilities that it provides pursuant to 271. See *TRO* ¶ 655 n.1990. Nor does (or could) state law limit Verizon's right to cease providing the Discontinued Facilities, as the *TRRO* preempts any state law that might purport to reinstate any unbundling obligations that the FCC has removed. In any event, any alleged state law requirement is not subject to negotiation or arbitration under § 252.

⁶ See *United Gas Improvements Co. v. Callery Props., Inc.*, 382 U.S. 223, 229 (1965) ("An agency . . . can undo what is wrongfully done by virtue of its order.").

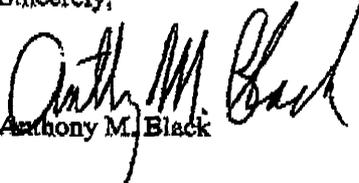
Ms. Gigi Leeger
March 4, 2005
Page 4

of federal law such as the FCC's prohibition against new orders for Discontinued Facilities.⁷ Thus, if XO were to persist in placing orders for new Discontinued Facilities on and after March 11, 2005 in violation of the TRRO, such a violation of federal law would constitute a breach of contract under the relevant interconnection agreements. Verizon intends to seek any remedies that may be available in the event of such a breach by XO. If XO disagrees with the FCC's no-new-adds directive, its remedy is to seek a stay of that command from either the FCC or the D.C. Circuit.

In your letter, you request that Verizon provide "all backup data necessary to verify the number of lines and the identity of the fiber-based collocators, by end office" to support Verizon's designation of central offices to particular tiers under the non-impairment criteria set forth in the TRRO. As you may know, Verizon filed at the FCC on February 18, 2005 a list of Verizon wire centers that meet the TRRO criteria, and Verizon has issued an industry notice providing that list.⁸ The back-up data consists largely of information that is confidential and proprietary to Verizon. Verizon will make the necessary data available to XO upon its execution of an appropriate non-disclosure agreement ("NDA"). I am sending by email, with the electronic version of this letter, an NDA that Verizon has prepared for this purpose. If the terms of this NDA are acceptable to XO, please contact Michael Tinyk of Verizon at michael.d.tinyk@verizon.com (telephone: 703-351-3159) to arrange for execution.

Finally, as you know, Verizon offers various alternatives to Discontinued Facilities, including resale, access facilities, and commercial arrangements such as Verizon's commercial UNE-P replacement services. Verizon has entered into commercial UNE-P replacement agreements with a number of CLECs, and we would be pleased to conclude such an agreement with XO. In addition, to assist XO and other CLECs that might need some additional time to complete negotiations for a long term commercial agreement, Verizon has released an interim agreement that will allow CLECs to order UNE-P replacement services via the UNE platform at specified rates on a short-term basis.⁹ By taking advantage of the various options that are available, XO can readily minimize or avoid any disruptions to its business operations as Verizon moves forward to implement the February 10 notices.

Sincerely,


Anthony M. Black

cc: Jeffrey A. Masoner
Steven Hamula, Esq.

⁷ See, e.g., the Agreements in NY, § 27.1 ("Each Party shall remain in compliance with all Applicable Law in the course of performing this Agreement."); MD ("Each Party shall remain in compliance with Applicable Law in the course of performing this Agreement").

⁸ The industry notice is available at the following URL:
<http://www22.verizon.com/wholesale/library/local/industryletters/1,,east-wholesale-resources-2005_industry_letters-clecs-03_02,00.html>.

⁹ This interim agreement and related instructions have been posted to the Verizon Wholesale website at the following link: <http://www22.verizon.com/wholesale/library/local/industryletters/1,,east-wholesale-resources-2005_industry_letters-clecs-02_25,00.html>.

EXHIBIT C

March 8, 2005

VIA OVERNIGHT MAIL

Anthony M. Black
Assistant General Counsel
Verizon
1515 North Courthouse Road, Suite 500
Arlington, VA 22201

Re: Verizon Response to XO February 18, 2005 Letters

Dear Mr. Black:

XO Communications, Inc. ("XO") appreciates Verizon's prompt response to XO's letters requesting negotiations to incorporate recent changes of federal law into the parties' interconnection agreements ("ICAs"). That response, however, is inconsistent with federal law and the ICAs, and XO provides the following reply to explain its position.

XO is well aware that Verizon has issued notices stating its intention unilaterally to implement Verizon's interpretation of the Triennial Review Remand Order ("TRRO"). Moreover, XO did respond to Verizon's February 10, 2005 notice. In its response, XO explained why Verizon's intended course of action, as outlined in Verizon's February 10, 2005 notice, violates the requirements of the TRRO. Contrary to your assertion, there is not a single word in the FCC's TRRO order that states that its implementing regulations bar CLECs from ordering new Discontinued Facilities . . . "irrespective of the terms of existing section 252 interconnection agreements." Indeed, Verizon's latest "self-help" proposal is fundamentally inconsistent with the TRRO requirement that "the incumbent LEC and competitive LEC must **negotiate in good faith** regarding any rates, terms, and conditions necessary to implement our rule changes." TRRO ¶ 233 (emphasis added). That Order, moreover, provides that "carriers have twelve months from the effective date of this Order **to modify their interconnection agreements**, including completing any change of law process." TRRO ¶¶ 143 & 196 (emphasis added). Indeed, the issue is not what Verizon's rights are or are not, but whether language reflecting those rights must be negotiated and if necessary arbitrated so that they are properly incorporated into interconnection agreements. Verizon thus is required to negotiate appropriate ICA amendment language to implement the provisions of the TRRO, not simply Verizon take unilateral action to implement such provisions without amending the ICA, as required.

As a result, XO's request for negotiations is *not* unnecessary, as you indicate. XO requested negotiations for ICA amendments that implement recent changes in federal law, including the FCC's Triennial Review Order ("TRO") and TRRO. The issues to be negotiated

are all contained in those orders. We will provide you with proposed contract language that addresses all of these issues shortly. XO has no intention of delaying timely implementation of the latest federal requirements, as Verizon has done with provisions of the TRO that do not benefit Verizon, but such timely implementation will require the cooperation of Verizon which, to date, has not been forthcoming.

Verizon's willful refusal to negotiate over language that incorporates the rights of the parties in light of the changes in law arising out of the TRO and TRRO comes at your own risk. XO intends to offer specific language reflecting its understanding of its legal rights. If Verizon refuses to negotiate over these terms, XO will seek arbitration and will seek to bar Verizon from offering any alternative language to that offered by XO that was not first presented by Verizon as part of the negotiation process.

Verizon's revisionist history of events since the FCC issued its TRO is a prime example of Verizon's recalcitrance. XO received Verizon's notices of that order and request for negotiation, and XO responded that XO, too, wished to engage in good faith negotiations. Verizon, however, refused to engage in such negotiations. Verizon instead filed for arbitration in every state where it had a telephone operating company. Verizon subsequently filed a motion to dismiss XO from certain state proceedings based on Verizon's erroneous interpretation of the change of law provisions in some of XO's interconnection agreements. In ruling on Verizon's motion, no state commission substantively agreed with Verizon's position that Verizon could unilaterally cease providing unbundled network elements without first negotiating an amendment to XO's interconnection agreement. Moreover, while the arbitration was pending, XO continued to negotiate an amendment with Verizon and continues to seek negotiation of appropriate contract language to implement requirements of both the TRO and the TRRO. XO certainly will work within the framework of existing proceedings, to the extent they exist, but that should not delay the parties' efforts to negotiate appropriate ICA amendments.

XO rejects Verizon's refusal to include Section 271 and state-required unbundled network elements ("UNEs") in the negotiations. Verizon's state unbundling requirements must be considered as long as those requirements are in effect. The plain language of Section 271 requires Verizon to provide certain UNEs pursuant to an ICA. 47 U.S.C. § 271(c)(2). Neither the availability of special access services under Verizon tariffs nor Verizon's so-called "commercial agreements" offered outside the section 252 process can satisfy Verizon's Section 271 obligations. Verizon's refusal to negotiate just and reasonable rates, terms, and conditions for these UNEs is further evidence of Verizon's continuing bad faith.

The most immediately troubling aspect of your letter is Verizon's anticipatory breach of the parties' ICAs by stating Verizon's intention to reject orders for UNEs that Verizon contends are to be under "the unconditional no-new-add directive ordered in the TRRO." The FCC would not have expressly required the rates, terms, and conditions in the TRRO be incorporated into ICAs if no amendment were necessary. Indeed, Verizon apparently recognizes the need for ICA amendments by proposing just such an amendment that "must be completed early enough within the transition period that the transition of the embedded base itself be completed before the transition period closes." Verizon's threatened refusal to comply with its lawful and effective ICAs will serve only to further delay appropriate implementation of the TRRO if XO must devote its limited resources to taking actions necessary to compel Verizon to comply with its ICAs.

XO will proceed as if Verizon intended to negotiate in good faith for ICA amendments to establish appropriate rates, terms, and conditions to implement the TRRO and other changes in federal law. If Verizon refuses to respond accordingly, XO will take the steps necessary to enforce its legal rights.

Sincerely,

Gegi Leeger

cc: Douglas Kinkoph
Jeffrey A. Masoner